



P.O. Box 299
1568 S. 1000 Rd.
Council Grove, KS 66846-0299
620-767-5153
FAX 620-767-5199
(Toll Free) 1-800-362-2576
www.tctelco.net

To the Membership of The Tri-County Telephone Association, Inc.:

The following changes to the Tri-County Telephone Association, Inc., (TCT) Bylaws are recommended by the Board of Directors.

Additions or changes are indicated in Red while language to be removed is lined out.

The changes to be considered are intended to enhance the functionality of the Board of Directors and the Nominating Committee as well as to increase all cooperative members' ability to vote.

ARTICLE I: The proposed deletion will eliminate reference to voting by proxy in the case of grandfathered joint memberships.

ARTICLE III: The proposed revisions will clarify the quorum requirement at membership meetings, authorize voting by mail ballot, and remove authority to vote by proxy on any issue put before the members.

ARTICLE IV: The proposed revisions further explain the mail ballot process, provide for Directors to be elected only by members residing in such Director's district, and set forth new guidelines and requirements for the nominating committee, including a provision that only one (1) nominee is required for each Director position to be filled by election.

ARTICLE V: The proposed revisions would delete the requirement that the Board of Directors meet every month, and allows for notice of Board meetings to be given electronically.

ARTICLE XII: The proposed revisions correct a misspelling and deletes reference to voting by proxy.

These proposed changes will be explained in more detail at the March 24th Annual Meeting.

Sincerely,

Board of Directors
Tri-County Telephone Association, Inc.

OFFICERS

Dan D. Reiff, President
Kent E. Rock, Vice President
Jan R. Oleen, Treasurer
Ellen E. DeLay, Secretary

DIRECTORS

Anita M. Hummel
Alona F. Hedstrom
Linda L. Wessel
Randy J. Parker
Larry D. Johnson
Kenny A. Stroda
Shawn M. Tiffany

CEO

Dale L. Jones

TRI-COUNTY TELEPHONE ASSOCIATION, INC.

**PROPOSED BYLAW AMENDMENTS
(2015)**

Article I
MEMBERSHIP

SECTION 3. INDIVIDUAL MEMBERSHIPS. All memberships in the Cooperative are extended only to individual members who meet the requirements of Section 1. Memberships formerly issued to husbands and wives, previously referred to as joint memberships, will be allowed to continue. However, no new joint membership will be established. Individual memberships will be freely transferable on the books of the Cooperative between any persons residing in the same household upon request in writing. Thus, the term "member" as used in these Bylaws shall refer to an individual but can, on a grandfathered basis, be deemed to include a husband and wife still holding a joint membership and any provisions relating to the rights and liabilities of membership shall apply equally with respect to the holders of a joint membership. Without limiting the generality of the foregoing, the effect of the hereinafter specified actions by or in respect of the holders of a grandfathered joint membership shall be as follows:

- (a) The presence at a meeting of either or both shall be regarded as the presence of one member and shall constitute a joint waiver of notice of the meeting;
- (b) The vote of either separately or both jointly shall constitute one joint vote;

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- (c) A waiver of notice signed by either or both shall constitute a joint waiver;
- (d) Notice to either shall constitute notice to both;
- (e) Expulsion of either shall terminate the joint membership;
- (f) Withdrawal of either shall terminate the joint membership;
- (g) Either, but not both, may be elected or appointed as an officer or board member if individually qualified;
- ~~(h) A proxy executed by either shall be binding on both. The presence of either husband or wife or both at a meeting of the members shall revoke a proxy previously executed by either or both of them;~~
- (h) Upon the death of either spouse who is a party to the joint membership, such membership shall be converted to an individual membership. However, the estate of the deceased shall not be released from any debts due the Cooperative.
- (i) Upon the death of either spouse, the Board, at its discretion, shall have the power to retire capital credited to the joint membership, upon written request from the legal representative of the deceased members' estate.

Article III
MEETINGS OF MEMBERS

SECTION 3. NOTICE OF MEMBERS' MEETINGS. Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting or annual meeting at which business requiring special notice is to be transacted, the purpose or purposes for which the meeting is called, shall be delivered not less than ~~ten~~ **twenty (20)** days nor more than ~~twenty~~ **thirty (30)** days before the date of the meeting, either personally or by mail, by or at the direction of the Secretary, or upon a default in duty by the Secretary, by the persons calling the meeting, to each member. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the records of the Cooperative, with postage thereupon prepaid. The failure of any member to receive notice of any annual or special meeting of the members shall not invalidate any action which may be taken by the members at any such meeting.

SECTION 4. QUORUM. ~~As long as the total number of members does not exceed five hundred, ten per centum of the total number of members, present in person or proxy shall constitute a quorum. In case the total number of members shall exceed five hundred, fifty or two per centum of the members, present in person, whichever shall be the larger, shall constitute a quorum. If less than a quorum is present at any meeting, a majority of those present in person may adjourn the meeting from time to time without further notice.~~

~~The minutes of each meeting shall contain a list of members present in person.~~

Fifty (50) or two percent (2%) of the members, whichever shall be the larger, present in person, shall constitute a quorum. If less than a quorum is present at any meeting, a majority of those members present in person may adjourn the meeting from time to time without further notice. A list of members present at any meeting of the members shall be maintained by the Cooperative.

SECTION 5. VOTING. Each member shall be entitled to only one vote upon each matter submitted to a vote of the members. All questions, including election of directors, except those involving multiple choice issues or determinations, shall be decided by a vote of a majority of the members voting thereon, ~~in person or by proxy~~, except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws. Multiple choice issues or determinations, including directors' elections, shall be decided by a plurality vote. If there is a tie in the voting which would affect the determination of the top two (2) positions for the final vote, then these two (2) issues or persons shall be submitted to a majority vote of the members.

The Board of Directors may cause to be submitted by mail ballot any question to be voted on at any meeting of the members, including the election of directors. In such event, the Secretary shall cause to be mailed to each member, along with a notice of the meeting, the ballot on each question and a voting envelope. The ballot may be cast only in a sealed envelope which is provided for that purpose and which is authenticated by the

member's signature. If an election is conducted pursuant to this procedure, all voting shall be done by mail and the ballots so cast shall constitute the final determination of the question, including the election of directors. Ballots shall be mailed to members at least twenty (20) days before the meeting at which the question or election is to be considered effective, and returned for counting to the address indicated no later than 5:00 p.m. or post marked on or prior to the tenth (10th) day before the meeting. Results of any mailed ballot question or election shall be announced at the membership meeting.

SECTION 6. PROXIES. ~~At any meeting of the members, a member may vote by proxy on such matters executed in writing by the member. Such proxy shall be filed with the Secretary of the "Association" before or at the date of its meeting. No proxy shall be valid after ninety (90) days from the date of its execution. No proxy shall be valid unless it shall designate the particular meeting at which it is to be voted, and no proxy shall be voted at any meeting other than the one so designated or any adjournment of such meeting. A member may give his proxy only to another member or to an adult relative living in the same house with such member. An employee who might be a member of the "Association" shall be limited to vote only his own membership. The presence of a member at a meeting of the members shall revoke a proxy theretofore executed by him and such member shall be entitled to vote at such meeting in the same manner as if he had not executed a proxy. Any member or person voting shall be limited to five (5) votes by proxy.~~

No member may cast a vote on any issue by proxy. A member may vote only by return of a ballot mailed to him, in the case of a mail ballot questions, or by casting his vote personally at a membership meeting, in the case of questions to be voted upon at such meeting.

SECTION 7. ORDER OF BUSINESS. The order of business at the annual meeting of the members and, so far as possible at all other meetings of the members, shall be essentially as follows, except as otherwise determined by the members at such meeting:

1. Report on the number of members present in person in order to determine the existence of a quorum.
2. Reading of the notice of the meeting and proof of the due publication or mailing thereof, or the waiver or waivers of notice of the meeting thereof, as the case may be.
3. Reading of unapproved minutes of previous meetings of the members and the taking of necessary action thereon.
4. Presentation and consideration of reports of officers, ~~trustees~~ directors, and committees.
5. Amendment and addition to Bylaws, if any proposed.
6. Election of board members, or announcement of election results in the case of a mail-in ballot.
7. Unfinished business.

8. New business.
9. Adjournment.

Article IV
~~BOARD MEMBERS~~
BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. The business and affairs of the Cooperative shall be managed by a Board of **Directors consisting of** eleven (11) members which shall exercise all of the powers of the Cooperative except such as are by law, the Articles of Incorporation, or these Bylaws conferred upon or reserved to the members. **The terms “Board Members” and “Directors” are used interchangeably in these Bylaws.**

SECTION 2. ELECTION AND TENURE OF OFFICE. ~~Members of the Board~~ **Directors** shall be elected ~~by secret ballot~~ at each annual meeting of the members by and from the members to serve until the next annual meeting of the members or until their successors ~~shall~~ have been elected and ~~shall~~ have qualified. **At the discretion of the Board of Directors, Directors may be elected either by secret ballot conducted at such annual meeting or by mail ballot submitted to the members as set forth in Article III, Meetings of Members, Section 5. Voting, of these Bylaws.** If an election of ~~Board members~~ **directors** ~~shall~~ **is not be held** ~~prior to or~~ on the day designated herein for the annual meeting, or at any adjournment thereof, a special meeting of the members shall be held ~~for the purpose of~~ **electing board members** within a reasonable time thereafter **for the purpose of electing**

~~directors. Board members may~~ **Directors shall** be elected by plurality vote of the members **residing in the district to be represented by such director.** Each ~~Board member~~ **director** shall represent his nominating district with the ~~Board member~~ **director** nominated at large representing the **entire** territory served by the Cooperative, and each shall be elected as hereinbefore provided.

All elected Board members shall serve a three (3) year term. No director shall be eligible to succeed himself by election or appointment on the Board after having served four (4) consecutive terms (12 years), without an intervening period of absence for at least three (3) years, this to apply to District Directors and Directors-at-Large. Being a Director in either capacity shall prevent him from reappearing on the Board without the intervening period.

SECTION 4. NOMINATIONS. The territory served or to be served by the Cooperative shall by the Board of Directors be divided into five (5) districts for the purpose of nomination **and election** of Board members and each district shall contain as nearly as ~~possible~~ **practical** the same number of members. Each district shall be represented by two (2) ~~Board members~~ **directors** with the entire area served by the Cooperative to be represented by one (1) ~~Board member~~ **director** at large, making a total of eleven (11) ~~Board members~~ **directors.** Not less than ~~sixty~~ **one hundred eighty (180)** days before any meeting of the members at which ~~Board members~~ **directors** are to be elected, the Board of directors shall review the composition of the districts and, if it should be found that inequalities in

representation have developed which can be corrected by a redelineation of districts, the Board shall reconstitute the districts so that each shall contain as nearly as possible **practical** the same number of members. It shall be the duty of the Board **of Directors** to appoint, not less than ~~thirty~~ **sixty (60)** days nor more than ~~ninety (90)~~ **one hundred eighty (180)** days prior to the date of a meeting of the members at which ~~Board members~~ **directors** are to be elected, a committee on nominations consisting of ten (10) members who shall be selected so that there will be two (2) **committee members** from each district so as to insure equitable representation. No ~~member of the Board~~ **incumbent director** may serve on such committee. The committee **on nominations**, keeping in mind the principle of equitable representation, shall ~~prepare and post at the principal office of the Cooperative at least twenty days before the membership meeting a list of nominations for Board members which shall include at least two candidates for each Board position to be filled by the election. The Secretary shall be responsible for mailing with the notice of the meeting or separately, but at least ten days before the date of the membership meeting, a statement of the number of Board members to be elected and the names and addresses of the candidates nominated by the committee on nominations. Any fifteen or more members acting together may make other nominations by petition and the Secretary shall post such nominations at the same place where the list of nominations made by the committee is posted. Nominations made by petition, if any, received at least five days before the meeting shall be included on the official ballot. Later nominations by petition shall be~~

~~treated as nominations from the floor. The chairman shall call for additional nominations from the floor and nominations shall not be closed until the chairman has made two (2) calls for such nominations. No member may nominate more than one candidate.~~ **be charged with the following responsibilities:**

A.) Not less than forty-five (45) days before the membership meeting at which directors are to be elected, prepare and post at the principal office of the Cooperative a list of nominations for directors which shall include at least one candidate for each director position to be filled by the election. In preparing such list of nominations, the committee and its members shall be free to solicit and receive expressions of interest, resumes or other information from members or others as it may deem appropriate to assure the existence of qualified candidates for the Board of Directors. The committee shall not be obligated to include on its list of nominations the name of any member expressing an interest in being nominated, but rather shall exercise its independent judgment and discretion in determining its nominees.

B.) To establish or approve the manner of conducting member registration and any ballot or other voting;

C.) To pass upon all questions that may arise with respect to the registration of members.

D.) To count all ballots or other votes cast in any election or in any other matter;

E.) To rule upon the effect of any ballots or other vote irregularly or indecisively marked or cast;

F.) To rule upon all other questions that may arise related to member voting and the election of directors (including but not limited to the validity of petitions of nomination or the qualification of candidates and the regularity of the nomination and election of directors);

G.) To pass upon any protest or objection filed with respect to any election or conduct affecting the results of any election.

The Secretary shall be responsible for mailing with the notice of the meeting or separately, but at least twenty (20) days before the date of the membership meeting, a statement of the number of Board members to be elected and the names and addresses of the candidates nominated by the committee on nominations. Any fifteen or more members acting together may make other nominations by petition and the Secretary shall post such nominations at the same place where the list of nominations made by the committee is posted. Nominations made by petition, if any, received at least thirty (30) days before the meeting shall be included on the official ballot. In the case of election by mail ballots, no other nominations will be received. If the election is to be by member vote at the annual meeting, nominations by petition received less than thirty (30) days before the meeting shall be treated as nominations from the floor. In addition, at elections conducted by votes cast at an annual meeting, the President shall call for additional

nominations from the floor and nominations shall not be closed until the President has made two (2) calls for such nominations. No member may nominate more than one candidate.

Article V
MEETINGS OF BOARD

SECTION 1. REGULAR MEETINGS. A regular meeting of the Board shall be held as soon after the annual meeting as is reasonable, upon proper notice, and may be held within any county served by the Cooperative. A regular meeting of the Board shall also be held ~~monthly~~ at least quarterly at such time and place within one of the counties served by the Cooperative as designated by the Board. Such regular ~~monthly~~ meetings may be held without notice other than such resolution fixing the time and place thereof.

Unless specifically prohibited by law, meetings, regular or special, may be conducted through the use of conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Such participation will constitute attendance and presence in person at the meeting of the person so participating.

SECTION 3. NOTICE OF ~~SPECIAL~~ BOARD MEETINGS. ~~Written~~ Notice of the time, place, and in the case of a special meeting, the purpose of any meeting of the Board, shall be delivered to each Board member ~~either~~ personally, by mail, or electronically by or at the direction of the Secretary, or upon a default in duty by the

Secretary, by the President or one of the Board members calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Board member at his address as it appears on the records of the Cooperative, with postage thereon prepaid, at least five (5) days before the date set for the meeting. If notice is to be given electronically, such notice shall be by a form of electronic transmission consented to by the Board member to whom the notice is given. Any such consent shall be revocable by the Board member by written notice to the Cooperative. Any such consent shall be deemed revoked if: (1) the Cooperative is unable to deliver by electronic transmission two consecutive notices given by the Cooperative in accordance with such consent; and (2) such inability becomes known to the Secretary of the Cooperative or other person responsible for giving the notice. The inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or other action. Notice shall be deemed given; (1) if by facsimile telecommunication, when directed to a number at which the Board member has consented to receive notice; (2) if by electronic mail, when directed to an electronic mail address at which the Board member has consented to receive notice. An Affidavit of the Secretary or other agent of the Cooperative that the notice has been given by a form of electronic transmission, in the absence of fraud, shall be prima facie evidence of the facts stated therein. For purposes of this paragraph, "electronic transmission" means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved and reviewed by

a recipient thereof, and that may be directly reproduced in paper form by such recipient through an automated process.

ARTICLE XII AMENDMENT

The Bylaws may be altered, amended, or repealed by the members at any regular or special meeting, provided the notice of such meeting shall have contained a copy of the proposed addition, ~~alternation~~ alteration, amendment or repeal; provided further, that these Bylaws, and each section thereof, may be altered, amended, or repealed only by the affirmative vote of not less than two-thirds of ~~all~~ the members of the Cooperative present and voting. ~~, in person or by proxy.~~